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May 8, 1992

MAY 11 1992 - 10 55 AM
INTERSTATE COMMERCE COMMISSION

COVINGTON, KENTUCKY OFFICE
SUITE 340 — 1717 DIXIE HIGHWAY
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606-331-2838
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FEDERAL EXPRESS

Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423
Attn: Mildred Lee

2-132A005

Dear Ms. Lee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Memorandum of Assignment of Lease Agreement, a secondary document, dated December 1, 1991. The primary document to which this is connected is recorded under Recordation No. 8789. We request that this assignment be cross indexed.

The names and addresses of the parties to the document are as follows:

ASSIGNEE: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

ASSIGNOR: Greenlease Holding Company
600 Grant Street, Suite 4600
Pittsburgh, PA 15219

The equipment covered by the enclosed document is one hundred (100) all steel 100-ton twin ballast railroad cars currently bearing the reporting marks MILW 341450 through MILW 341549, inclusive.

A fee of \$16.00 is enclosed. Please return the original executed copy of the enclosed document to the following address in the enclosed Federal Express envelope:

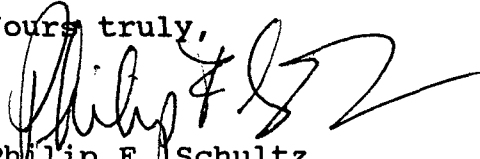
Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Lease from Greenlease Holding Company, 600 Grant Street, Suite 4600, Pittsburgh, PA 15219 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated December 1, 1991 and covering one hundred (100) all steel 100-ton twin ballast railroad cars.

Please call me if you should have any questions.

Yours truly,

A handwritten signature in dark ink, appearing to read "Philip F. Schultz", with a stylized flourish extending to the right.

Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/bv
Enclosure

ICCPA.DJJ

8789-22
REGISTRATION NO. FILED 1423

MAY 11 1992 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Stephen M. Griffith, Jr.

Notary Public/

STEPHEN M. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date Section 147.03 O.R.C.

8789-2
MAY 11 1992 -10 25 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT OF LEASE
BETWEEN
GREENLEASE HOLDING COMPANY ("ASSIGNOR")
AND
THE DAVID J. JOSEPH COMPANY ("ASSIGNEE")
DECEMBER 1, 1991

Memorandum of Assignment of Lease made and entered into as of December 1, 1991 by and between Greenlease Holding Company, a Pennsylvania corporation ("Assignor"), and The David J. Joseph Company, a Delaware corporation ("Assignee").

WITNESSETH:

WHEREAS, Assignor, successor to Greenville Steel Car Company, as Lessor, leased to Soo Line Railroad Company, successor to Chicago, Milwaukee, St. Paul and Pacific Railroad Company, (the "Lessee") one-hundred (100) all steel 100-ton twin ballast railroad cars bearing reporting marks and numbers MILW 341450 through MILW 341549, inclusive ("Cars"), under that certain Railroad Car Lease Agreement dated April 1, 1977 (the "Lease").

WHEREAS, Assignee has purchased the Cars and in conjunction therewith, the Lease is being assigned by Assignor to Assignee.

NOW, THEREFORE, know all persons by these presents that effective December 1, 1991, Assignor has assigned to Assignee and Assignee has accepted and assumed all the rights, responsibilities and obligations of the Assignor under the Lease arising on and after December 1, 1991.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed by their respective corporate officers with an effective date as first above written.

This Memorandum of Assignment of Lease is further documentation of the conveyances and assignments provided for in that certain Assignment of Lease effective December 1, 1991, between Assignor and Assignee and neither expands upon nor limits the rights and obligations under the Assignment of Lease.

GREENLEASE HOLDING COMPANY

BY: V. P. Gotteckall

TITLE: V. P.

THE DAVID J. JOSEPH COMPANY

BY: B. J. Mich

TITLE: V. P.

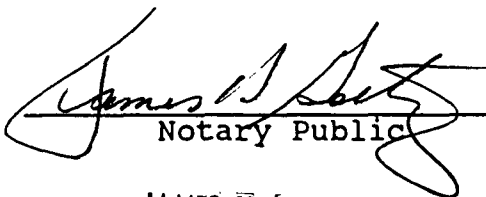
STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

On this 20th day of DECEMBER, 1991, before me personally appeared DOUGLAS F. McMillan, to me personally known, who being
(name)

duly sworn, says that he is a VICE PRESIDENT of The David
(title)

J. Joseph Company, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

[Notarial Seal]

JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF ALLEGHENY)

On this 8th day of January, 1994, before me personally
appeared J. P. Gottschall, to me personally known, who being
(name)

duly sworn, says that he is a Vice President of Greenlease
(title)

Holding Company, a Pennsylvania corporation, that one of the
seals affixed to the foregoing instrument is the corporate seal
of said corporation, that said instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.

Caroline B. Hodge
Notary Public

[Notarial Seal]

